

SCHOMBERG MINOR HOCKEY ASSOCIATION



Corporate Constitution and By-Law Number One

FEBRUARY 20, 2018

SCHOMBERG MINOR HOCKEY ASSOCIATION

CONSTITUTION AND BY-LAWS

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SCHOMBERG MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Schomberg Minor Hockey Association.

BE IT ENACTED as a by-law of Schomberg Minor Hockey Association as follows:

1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- a) "AGM" means Annual General Meeting
 - b) "Association" means Schomberg Minor Hockey Association (or such other name as the Association may in the future legally adopt)
 - c) "Audit" means an examination of an accounting document and of the evidence in support of its correctness
 - d) "Board" means the Board of Directors of the Association
 - e) "Coach" means all Head Coaches, Assistant Coaches, Managers and/or Trainers duly appointed and rostered to an SMHA Team during the current season, as well as any Head Coaches, Assistant Coaches, Managers and/or Trainers duly appointed and rostered to a KTMHA Rep Team, where the residence of such a KTMHA Coach falls within the OMHA territorial boundaries of SMHA as recognized on December 31, 2016.
 - f) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time
 - g) "Director" means an individual who has been elected or appointed to the Board of Directors of the Association and who holds the offices enumerated in Article 11
 - h) "HC" means Hockey Canada (formerly the Canadian Hockey Association) or such other name as they may in the future legally adopt
 - i) "Initiation Program (IP)" means to provide a safe and positive experience to make youngsters, ages 4 to 7, first contact with hockey memorable.
 - j) "KTMHA" means King Township Minor Hockey Association, the competitive Representative Hockey Program affiliate of SMHA, to which all SMHA registered players shall have Representative Hockey affiliate rights.
 - k) "Members" means all classes of membership in the Association as provided for in section 5.
 - l) "Member in Good Standing" means any member as defined in Section 5 with no monies owed to SMHA or KTMHA and no disciplinary action currently taken against them.
 - m) "NKMH" means NobleKing Minor Hockey Association, the neighbouring Local League partner of SMHA, which together with SMHA constitute the King Township Minor Hockey Association.

- n) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - o) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - p) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - q) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
 - r) "Registered Player" means a Local League player registered with SMHA, a Representative player registered with KTMHA where the residence of such a KTMHA player falls within the OMHA territorial boundaries of SMHA as recognized on December 31, 2016, with all fees paid up to date, and playing with SMHA, KTMHA or an SMHA resident player currently playing with an applicable AA or AAA affiliate according to OMHA guidelines.
 - s) "SMHA" means Schomberg Minor Hockey Association
 - t) "SRLL" means the Simcoe Region Local League (or such other name as the SRLL may in the future legally adopt).
 - u) "YSMHL" means the York Simcoe Minor Hockey League (or such other name as the YSMHL may in the future legally adopt).
- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

2. REGISTERED OFFICE AND SEAL

- 2.1 The Schomberg Minor Hockey Association was incorporated on December 8, 1986 as a NOT-FOR-PROFIT CORPORATION under the name SCHOMBERG MINOR HOCKEY ASSOCIATION. Ontario Corporation Number 000687021.
- 2.2 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.3 The registered head office of the Association shall be in the Town of Schomberg, of the Township of King, within the Municipality of York, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution. Address to be Box 145, Main Street, Schomberg, Ontario, Canada, L0G 1T0.
- 2.4 For the purposes of OMHA related Representative Hockey residency rights, both SMHA and NKMH shall maintain a single consolidated border under the name of their jointly operated Representative Hockey Program (King Township Minor Hockey Association) encompassing the previous combined territories of SMHA and NKMH, as recognized and/or amended by the OMHA from time to time.

For greater certainty, all applicable territorial and borders for the King Township Minor Hockey Association shall be as follows:

Hard Boundary

- **East Boundary** – Bathurst Street from King Vaughan Road to Holland River
- **West Boundary** – Caledon King Road (12th Concession) from King Vaughan Road (through Hammertown at the 17th Sideroad to Highway #9 (Davis Drive)
- **North Boundary** – Highway #9 (Davis Drive) from Caledon King Road (12th Concession (King Township/10th Sideroad (New Tecumseth) to Canal Road, northeast along Canal Road to the Holland River, Holland River northeast to Bathurst Street.
- **South Boundary** – King Vaughan Road from Bathurst Street to Caledon King Road (12th Concession)

Shared Areas:

With Aurora Minor Hockey Association

- o Bathurst from 17th sideroad (Wellington St) to Lloydtown Road/St. John's Sideroad
- o Lloydtown Road from Bathurst to Dufferin Street
- o Dufferin Street from Lloydtown Road to 17th sideroad (Wellington St.)
- o 17th sideroad (Wellington St.) from Dufferin to Bathurst Street

With Newmarket Minor Hockey Association

- o Lloydtown Road/St. John's Sideroad from Bathurst Street west to Dufferin Street, north on Dufferin Street to Highway #9 (Davis Drive), west on Highway #9 (Davis Drive) to Highway #400, north on Highway #400 to Canal Road, northeast on Canal Road to Holland River, northeast on Holland River to Bathurst Street. Bathurst Street south from Holland River to Lloydtown/St John's Sideroad.

With Bradford West Gwillimbury Minor Hockey Association

- o Bradford Municipal Boundary (1 km west of Highway #27) running north from Highway #9, to 5th Line, 5th Line from Bradford Municipal Boundary (1 km west of Highway #27) east to the Holland River, north along the Holland River to Bathurst Street, south down Bathurst Street from the Holland River to Highway #9 and west along Highway #9 (Davis Drive) from Bathurst Street to Bradford Municipal Boundary (1 km west of Highway #27)

With Town of New Tecumseth (TNT) Minor Hockey Association

- o 6th Line from the 10th Sideroad (Town of New Tecumseth) to Highway #27, Highway #27 from 6th Line to Highway #9 (Davis Drive), Highway #9 (Davis Drive) Highway #27 to 10th Sideroad (Town of New Tecumseth) 10th Sideroad) to Highway #9 (Davis Drive) to the 6th Line.

Internal Borders Between SMHA and NKMHA:

For the purposes of determining any Local League Association related membership rights of Registered Players and Active Members, the previously recognized SMHA / NKMHA Boundaries as described below will be utilized for the purposes of determining internal residency within KTMHA:

- a) With Nobleking Minor Hockey Association per OMHA agreement Jan 21/98:
 - i) North from the 17th sideroad from Bathurst Street to the Caledon/King Townline.
 - ii) The right of choice area shall be the block from Hwy 400 east to Bathurst Street and Hwy 9 south to the 17th Sideroad.

- iii) It is agreed to Grandfather any families presently playing in either Association.

3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Town of Schomberg including:
 - a) the opportunity for all eligible individuals to participate in recreational local league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
 - b) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level, carried out through SMHA's partnership with NobleKing Minor Hockey, and those jointly operated Representative hockey teams administered by SMHA and NKMH under the King Township Minor Hockey Association;
 - c) to instil in all players, coaches, managers and members associated with the SMHA good sportsmanship, correct and proper behaviour on and off the ice, and respect for authority and team play;
 - d) the Association shall be operated, as a not for profit organization, without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects;

4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
 - a) The Association shall be a member of the OMHA; and,
 - b) The Association shall be a member of the York Simcoe Minor Hockey League; and,
 - c) The Association shall be a member of the Simcoe Region Local League; and,
 - d) The Association shall be an equal partner in the King Township Minor Hockey Association; and,
 - e) The Association shall be affiliated with the Schomberg Cougars Jr. C Hockey Club

5. CLASSES OF MEMBERSHIP

- 5.1 There shall be four (4) classes of Membership in the Association:
 - a) Active Membership;
 - b) Parent/Guardian Membership;
 - c) Lifetime Membership;
 - d) Honorary Membership

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

a) Active Membership:

Active Members shall include all elected or appointed Directors and Officers of SMHA, and all Coaches and Convenors, appointed and rostered for the current season, as well as all Registered Players who are at least 18 years of age.

Members in this classification will be allowed one (1) vote per person.

b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of Registered Players in good standing where the Registered Player is under the age of eighteen (18) years. Each Parent/Guardian member of a Registered Player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

Each custodial couple, single parent, or legal guardians shall have one (1) vote per Registered Player.

i.e.: One (1) Registered Player = One (1) vote,
Three (3) Registered Players = Three (3) votes.

c) Lifetime Membership:

Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Lifetime Members by any Member of the Association and the granting of Lifetime Membership must be confirmed by a majority vote of the Board of Directors. Lifetime Membership shall be awarded for twenty years of service in any SMHA Official capacity, as recognized by the Board. Each Lifetime Member shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. All existing Lifetime Members shall be Grandfathered in.

Lifetime Members shall have one (1) vote per person.

d) Honorary Membership:

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Members by any Member of the Association and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors. Honorary Membership shall be recognized after ten (10) years of sponsorship. Honorary Members will not be entitled to vote but may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. All existing Honorary Members shall be Grandfathered in. Honorary Members will have no vote.

e) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership.

It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she

wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

6.2 Membership List:

Subject to Section 6.7 herein, the Secretary-Treasurer of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, Lifetime Members, and Honorary Members. This list shall be kept at the SMHA office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Lifetime or Honorary Memberships shall commence on or after May 1 in each year, and shall lapse and terminate on the 30th day of April next following the date on which such Membership commenced.

6.4 Termination

- a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary-Treasurer who in turn shall notify the appropriate Board Members.
- c) Members shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary-Treasurer shall inform those concerned of this suspension in writing.
- d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

6.5 Membership Fees

Player Registration and any additional Fundraising, Tryout, Rep Team or Operational Fees required to operate SMHA's Program shall be established annually by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

6.6 Right to Vote

All Active Members, Parent/Guardian Members, Lifetime Members, and Honorary Members shall be entitled to notice of all Meetings of Members of the Association. Voting privileges are defined in Section 6.1 Terms & Eligibility. Only "Members in Good Standing" shall be entitled to vote.

6.7 Record Date

Individuals, who are Members of the Association at least 35 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year prior to April 30, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on February 15th, immediately preceding the Annual General Meeting;
- i) election of the new Board;

7.2 Additional General Meetings of Members

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice

- a) Annual General Meeting:
 - i) Preliminary Notice of the date and location of the Annual General Meeting shall be posted in the Trisan Centre by January 15. Such notice shall include a reminder, to the members, of the requirements of Articles 7.1 h) and 18.3 d).
 - ii) Final Notice of the Annual General Meeting to be held prior to April 30 of each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice of business to be conducted at the meeting shall be posted in the Trisan Centre, and made publicly available on the Association's website as well as communicated to all Members by electronic mail using the last known email address provided by the Member, at least thirty (30) days prior to the date of the Meeting.

b) Additional General Meetings of the Membership:

Notice of any Additional General Meetings of the Membership shall be posted in the Arena, posted on the Association's website, and sent by electronic mail to the last known address on file for each Member. Such notice of Additional General Meetings shall be made at least thirty (30) days prior to the date of the Meeting.

c) Error or Omission in Notice:

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 25 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

In the absence of the President and the Vice-President's, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

8. BOARD OF DIRECTORS

8.1 Composition

a) Eligibility:

A Director:

- i) shall be eighteen (18) or more years of age;
- ii) shall not be of undischarged bankrupt or of unsound mind;
- iii) shall be a Member of the Association at the time of his or her election or appointment;
- iv) shall remain a Member of the Association throughout his or her term of office;
- v) shall carry out volunteer screening as per policy and guidelines;

b) Number of Directors:

The affairs of the Association shall be managed by a Board, which shall consist of nine (9) elected Directors, as well as the immediate Past President.

c) Term of Office:

- i) The Directors shall be eligible to be elected or appointed for terms of two (2) consecutive years each (unless resignation is submitted after 1 year).
- ii) The elected Directors shall hold Office starting May 1st following their election at the AGM and the term shall expire after approximately two (2) years, ending April 30th.
- iii) In order to establish a rotation of Directors on the Board, the election of Directors next following the implementation or amendment of this By-law shall provide for the election of six (6) Directors, "Slate A", for a term of two (2) years each. And the election of six (6) Directors, "Slate B", for a term of one (1) year each. Thereafter, a number of Directors equal to the number of Directors whose term is ending shall be elected for two (2) year terms each.
- iv) If an Executive position is vacated after one (1) year of the two (2) year term the position shall be filled at the following Annual Meeting for the remaining one (1) year of the term.

Slate "A" (Elected in Even Years)	Slate "B" (Elected in Odd Years)
President	First VP / Director of SMHA Representative Hockey Operations
Secretary-Treasurer	Second VP / Director of Local League Hockey Operations
Technical Director/Head Coach	Tournament Director
Equipment Director	Fundraising / Special Events Director
	Chief Timekeeper

- Immediate Past President (Unelected Ex-Officio Member of the Board)

d) Change in Number of Directors:

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary. A Nomination Form must be completed by all nominees and signed by two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary fourteen (15) days prior to the AGM.

9.2 SMHA Board Positions:

The Board shall consist of the following positions:

- | | |
|---|-----------------------------|
| a) President | Elected - two (2) year term |
| b) 1 ST Vice President / Director of Rep Hockey | Elected - two (2) year term |
| c) 2 ND Vice President / Director of Local League Hockey | Elected - two (2) year term |
| d) Secretary / Treasurer | Elected - two (2) year term |
| e) Fundraising / Special Events Director | Elected - two (2) year term |
| f) Equipment Director | Elected - two (2) year term |
| g) Tournament Director | Elected - two (2) year term |
| h) Technical Director / Head Coach | Elected - two (2) year term |
| i) Chief Timekeeper | Elected – two (2) year term |
| j) Past President | (Immediate / Ongoing) |

9.3 Election Procedures:

One (1) week prior to the AGM the secretary shall post in the Association arena a listing of all individuals who have been nominated for election to the Board. Such listing shall identify what position for which each nominee is seeking election. Nominations may also come from the floor at the Annual General Meeting.

9.4 Vacancies:

If a vacancy occurs in any Office, or if for any reason a Director is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Director from among the current Board of Directors or an eligible Association Member.

9.5 Termination

a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

10.2 Board Meetings

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than monthly and more, as the Board may deem advisable.

b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary-Treasurer signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

- a) Notice shall be communicated to all Directors of the Regular Board Meeting being held on a regular day or date of each month. A schedule of the year's regular meetings will be determined at the May meeting.
- b) Notice shall be communicated to all Directors at least four (4) days in advance of the meeting in the case of Special Board Meetings
- c) Notice shall include a tentative agenda and a calendar of the year's events & duties, in the case of a regular Board Meeting. In the case of a Special Board Meeting notice shall specify the business to be conducted.

- d) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.1 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had there at.

10.2 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.3 Quorum

A quorum for a Board Meeting shall be fifty percent (50%) of the filled Director positions. No business of the Board shall be transacted in the absence of a quorum.

10.4 Voting Rights

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one (1) vote. The Chair shall have a second (2) vote in the event of a tie vote.

10.5 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.6 Electronic / Telephone Meetings

At the discretion of the President, any or all Directors may participate in a meeting of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear and communicate with each other simultaneously and a Director participating in such a meeting by such means is deemed to be present at the meeting.

10.7 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.8 Conflict of Interest

- a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

- c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.9 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant;
- c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine;

10.10 Confidentiality

Every Director of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

10.11 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law.

The Rules of Operation should not deal with such things as: qualification, admission, transfer, classes and termination of memberships; qualification and election of Directors; meetings of Directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws. Rules of Operation should strictly deal with only those day-to-day matters directly affecting the member teams and players such as hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

11. DIRECTORS & RESPONSIBILITIES OF DIRECTORS

11.1 Elected / Appointed Directors:

- a) The Elected Directors shall be: (i) the President, (ii) 1ST Vice President (Director of Rep Hockey), (iii) 2ND Vice President (Director of Local League Hockey), (iv) Secretary/Treasurer, (v) Fundraising & Special Events Director, (vi) Equipment Director, (vii) Chief Timekeeper, (viii) Tournament Director and (ix) the Technical Director (Head Coach).
- b) The previously elected President shall become the Past President.

11.2 Assistants to Directors

The Board of Directors may appoint such assistant(s) to Directors of the Association as the Board may determine by Resolution from time to time.

11.3 Eligibility for Office:

- a) The President must have served on the Board for at least two (2) years, in any previous years, before being elected to this position.
- b) The Association shall endeavour to nominate as Secretary-Treasurer a Director who has employment experience and/or skills in accounting procedures.

11.4 Term of Office

The elected Directors shall hold Office starting May 1st following their election at the AGM and the term shall expire after approximately two (2) years, ending April 30th and as subject to Section 8.1c).

11.5 Termination of Directors

a) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Director for cause before the expiration of his or her term of Office.

b) Resignation

A Director may resign his or her Office by submitting a letter of resignation to the President of the Association.

b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board. By resolution of the Board, Directors may be relieved of the above.

11.6 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason a Director is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Director from among the current Board of Directors or an eligible Association Member.

11.7 Responsibilities of SMHA Directors

a) President:

The President shall:

- i) represent the Association in the Community;
- ii) act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership;
- iii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative Hockey Program may be concerned;
- iv) provide managerial direction and instruction to staff of KTMHA providing services to SMHA, including the Administrator/Registrar, Ice Scheduler and Referees in Chief, so as to ensure that the operational needs of SMHA Local League Teams are being met;
- v) exercise general supervision of the Association in accordance with Policies determined by the Board;
- vi) be a Member of all committees and sub-committees of the Association;
- vii) report regularly to the Board on matters of interest;
- viii) delegate tasks as necessary;
- ix) be the alternate delegate for the SRLL, and attend as many meetings as possible;
- x) be responsible for the organization of the Year End Banquet including all trophies and awards, and the appointment of all volunteers required;
- xi) be the liaison between the Board of Director of the Schomberg Cougars and the SMHA;
- xii) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
- xiii) assist in the transition of duties to the incoming President;

b) 1st Vice President / Director of Rep Hockey Operations:

The 1st Vice-President / Director of Rep Hockey Operations shall:

- i) assume the duties of the President in the absence for any reason of the President;
- ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative (Rep) Hockey Program may be concerned;
- iii) represent the interests of Schomberg resident players and Coaches as part of the jointly operated KTMHA Rep Hockey program, ensuring that Schomberg resident participants are receiving fair and appropriate opportunity to participate in KTMHA teams and events;
- iv) be an alternate delegate for the OMHA & YSMHL, as may be required;
- v) assist in the operation and administration of KTMHA Rep Teams;
- vi) be the liaison between the KTMHA Rep Program and the Board;

- vii) if selected as a Head Coach for any KTMHA Rep Team, vacate their responsibilities to the Second Vice President for that division only;
 - viii) prepare and report to the Board on the operations of KTMHA Rep Teams at monthly meetings;
 - ix) coordinate with the KTMHA Ice Scheduler to help ensure that all KTMHA Rep Teams are fairly distributed for the purposes of ice time, practices and games between the applicable arenas and communities within King Township;
 - x) coordinate with the KTMHA Ice Scheduler in scheduling OMHA and League playdowns working with the Rep teams & the Ice Co-ordinator / OMHA Contact;
 - xi) ensure the notice for receipt of Coach Applications is duly posted per applicable Rules of Operation and that KTMHA Coaching opportunities are well known and publicized for any SMHA resident candidates who may be interested;
 - xii) ensure that each KTMHA Rep Team receives a copy of the Official Rule Book of Hockey Canada and the OMHA Manual of Operations;
 - xiii) assist in the enforcement of any applicable rules, regulations, and procedures;
 - xiv) inform the Referee in Chief, Chief Timekeeper, and Ice Co-ordinator of the Rep Teams requirements;
 - xv) submit to the KTMHA Registrar/Administrator and KTMHA OMHA Director all Rep Team OMHA rosters by October 1st;
 - xvi) be available to assist any Director requiring assistance in the completion of his or her functions;
 - xvii) assist in leading and coordinating the KTMHA Representative Hockey Operations Committee and the KTMHA Coach Selection Committee, as required;
 - xviii) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - xix) assist in the transition of duties to the incoming 1st Vice President;
 - xx) carry out other duties as assigned by the Board, the Executive Committee, or the President;
- c) 2nd Vice President / Director of Local League Hockey Operations:
- The 2nd Vice-President / Director of Local League Hockey Operations shall:
- i) oversee the complete operation of the Local League Teams;
 - ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative (Rep) Hockey Program may be concerned;
 - iii) represent the interests of Schomberg's Local League Program as part of the jointly operated KTMHA Board, ensuring that Schomberg resident Local League players and participants are receiving fair and appropriate ice time in their home arena, and development opportunities, and that the interests of a robust Local League program are being maintained;
 - iv) appoint the members of the Local League Hockey Operations Committee;

- v) be the liaison between the Local League (LL) Teams and the Board
 - vi) if selected as the Head Coach of a Local League team, vacate their responsibilities to the First Vice President for that division only
 - vii) prepare and report to the Board on the operations of the Local League at the monthly meetings;
 - viii) be the primary delegate for the Simcoe Region Local League, attending all meetings possible and coordinating with the SMHA Secretary/Treasurer to ensure that all Local League Team fees and bonds are paid in a timely way;
 - ix) coordinate with the KTMHA Ice Scheduler in the scheduling and rescheduling of all Local League games and playdowns;
 - x) inform the KTMHA Referee(s) in Chief, Chief Timekeeper, and KTMHA Ice Co-ordinator of the Local League Team requirements;
 - xi) ensure that each Local League Team receives a copy of the Official Rule Book of Hockey Canada, the OMHA Manual of Operations, and Simcoe Region Minor Hockey League Rule Book;
 - xii) submit to the KTMHA Registrar/Administrator and KTMHA OMHA Director submit all Local League team rosters by October 15;
 - xiii) enforce the rules, regulations, and procedures;
 - xiv) chair the Local League Hockey Operations Committee;
 - xv) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - xvi) assist in the transition of duties to the incoming 2nd Vice President;
 - xvii) carry out other duties as assigned by the Board, the Executive Committee, or the President.
- d) Secretary-Treasurer:
- The Secretary-Treasurer shall:
- i) ensure adherence to and implementation of financial policies in the financial administration of the Association;
 - ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative Hockey Program may be concerned;
 - iii) coordinate with the Treasurer of KTMHA to ensure that all Local League related revenues and expenses are being allocated appropriately between the affiliated Associations;
 - iv) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
 - v) present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
 - vi) provide financial statements at monthly Board Meetings;

- vii) co-ordinate and keep record of registration; by October 1 and updates as necessary prior to the AGM;
- viii) maintain up to date Membership, Registration and Team Lists;
- ix) record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings, and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- x) post all minutes, once passed by the Board, in the Arena;
- xi) post any changes to the existing By-Laws (Rules of Operation) in the Arena;
- xii) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- xiii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- xiv) recommend policy to the Board regarding internal and external communications of the Association;
- xv) evaluate, review, and recommend financial policy to the Board and to the Executive Committee;
- xvi) ensure that all necessary and appropriate insurance has been purchased;
- xvii) chair the Budget Committee;
- xviii) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
- xix) assist in the transition of duties to the incoming Secretary-Treasurer;
- xx) carry out other duties assigned by the Board, the Executive Committee or the President;

e) Fundraising and Special Events Director;

The Fundraising and Special Events Director shall:

- i) chair and supervise all association approved fund-raising projects and special events;
- ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative Hockey Program may be concerned;
- iii) present a financial statement within fourteen (14) days after completion of fundraising projects;
- iv) actively pursue fundraising projects on behalf of the Association;
- v) organize the team pictures;
- vi) solicit team sponsors & co-ordinate with the Equipment Director;
- vii) appoint the members of the Fundraising Committee;
- viii) provide financial statements at monthly Board Meetings;

- ix) prepare and report to the Board on the finances and status of all fundraising projects at the monthly meetings;
 - x) maintain records on contacts, costs etc. to be given to incoming Fundraising Director
 - xi) chair the Fundraising and Sponsorship Committee;
 - xii) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - xiii) assist in the transition of duties to the incoming Fundraising Director;
 - xiv) carry out other duties as assigned by the Board, Executive Committee, or the President;
- f) Equipment Director;
- The Equipment Manager shall:
- i) provide a budget for the equipment needs for the upcoming season;
 - ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative Hockey Program may be concerned
 - iii) recommend the equipment needed considering quality and safety factors;
 - iv) be authorized to purchase equipment based on the receipt of open tenders in conjunction with the budget;
 - v) arrange for handling, storage, repairing, cleaning, and inventory of equipment;
 - vi) be responsible to order and co-ordinate the team sponsor patches;
 - vii) be responsible in conjunction with the Fundraising Director for coordinating and approving all clothing, apparel and team wear sales;
 - viii) prepare and report to the Board on the equipment and budget status at the monthly meetings;
 - ix) chair the Purchasing and Equipment Committee;
 - x) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - xi) assist in the transition of duties to the incoming Equipment Director;
 - xii) carry out other duties as assigned by the Board, Executive Committee, or the President;
- g) Chief Timekeeper / Gate Coordinator;
- The Chief Timekeeper /Gate Co-ordinator shall:
- i) collect the gate receipts and provide weekly statements & deposits to the Secretary-Treasurer;
 - ii) schedule timekeepers for all games, playdowns, and tournaments;
 - iii) conduct training of new timekeepers;
 - iv) schedule gate persons for all playoff games;
 - v) be responsible to organize payments to Referees & Timekeepers and provide detailed team by team reports for disbursements received from the treasurer;

- vi) prepare and report to the Board on the budget status and issues at the monthly meetings;
 - vii) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - viii) assist in the transition of duties to the incoming Chief Timekeeper/Gate Co-ordinator;
 - ix) carry out other duties as assigned by the Board, Executive Committee, or the President;
- h) Tournament Director:
- The Tournament Director shall:
- i) organize tournaments for SMHA Local League divisions as dictated by availability of ice time and teams;
 - ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative Hockey Program may be concerned – including providing assistance in the organization of a KTMHA Rep Tournament;
 - iii) provide a budget including income, disbursements, and sponsors;
 - iv) arrange for selection and purchase of trophies & awards;
 - v) provide referee, timekeeper and ice requirements to the Chief Timekeeper/Gate Co-ordinator, Referee in Chief and Ice Co-ordinator;
 - vi) organize all volunteers required to operate the tournament;
 - vii) keep an accurate record of all income & disbursements for each event and provide a detailed report with-in fourteen (14) days following each event;
 - viii) prepare and report to the Board on the budget status and LL Tournaments at the monthly meetings;
 - ix) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - x) assist in the transition of duties to the incoming Tournament Director;
 - xi) carry out other duties as assigned by the Board, Executive Committee, or the President;
- i) Technical Director / Head Coach:
- The Technical Director / Head Coach shall:
- i) liaise with the 1st Vice President and the 2nd Vice President for the purpose of establishing, implementing, and evaluating on ice and off ice skill development programs;
 - ii) represent the Association on the King Township Minor Hockey Board of Directors, holding such additional roles and responsibilities on the KTMHA Board as may be required pursuant to the KTMHA By-laws insofar as operation of the King Township Representative Hockey Program may be concerned;
 - iii) be a member of the Coach Selection Committee;
 - iv) be responsible for providing guidance and mentoring to Coaches as needed, including the promotion of consistent skill development curriculum;

- v) liaise with the OMHA concerning the coach mentor program;
 - vi) be responsible for the teams in the Initiation Program;
 - vii) keep the Initiation Program teams apprised of the OMHA requirements;
 - viii) recruit and train volunteers to perform the functions required for skill development;
 - ix) liaise with the Referee In Chief;
 - x) organize and operate all Coach, Trainer, and Referee clinics per the OMHA guidelines, and help provide additional Coaching development educational resources, where appropriate;
 - xi) provide a budget including income and disbursements;
 - xii) keep an accurate record of all income & disbursements for each event and provide a detailed report with-in fourteen (14) days following each event;
 - xiii) prepare and report to the Board on the budget status and on all programs at the monthly meetings;
 - xiv) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - xv) assist in the transition of duties to the incoming Technical Director;
 - xvi) carry out other duties as assigned by the Board, Executive Committee, or the President;
- j) Past President:
The Past President shall:
- i) chair the Nominations and Elections Committee;
 - ii) be available to assist any Director requiring assistance in the completion of his or her functions;
 - iii) execute any necessary contracts and documents on behalf of SMHA in accordance with section 13.1;
 - iv) carry out other duties as assigned by the Board, Executive Committee, or the President.

- 11.8 With the exception of the Timekeeper in Chief, which shall be a position unique to the SMHA Local League Board, the 8 remaining elected Directors of Schomberg Minor Hockey as described above, and as elected by their respective SMHA Members shall be automatically appointed to sit as Directors and Delegates representing the interests of Schomberg Minor Hockey Members on the Board of the King Township Minor Hockey Association for the duration of their elected term, subject to the terms of the King Township Minor Hockey Association Constitution and By-Laws.

12. COMMITTEES OF THE BOARD

- 12.1 Nothing in this by-law shall be construed to limit the ability of the Directors and/or Membership of the Association from abolishing or creating Standing Committees by By-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

12.2 Standing Committees:

The following committees shall be Standing Committees of the Executive:

- a) Executive Committee;
- b) Local League Hockey Operations Committee;
- c) Budget Committee;
- d) Nominations and Elections Committee;
- e) Ice Scheduling Committee;
- f) Fundraising and Sponsorship Committee;
- g) Coach Selection Committee;

12.3 Conflict of Interest

Members of the SMHA are required to declare a conflict of interest in matters where their vote could potentially result in their own personal benefit, financially or otherwise. Members shall not vote in such instances and shall remove themselves from the room prior to any discussion. The Board will make a ruling where the question of a conflict of interest arises.

12.4 Executive Committee

- a) The Executive Committee shall be chaired by the President, and shall consist of the 1st Vice-President / Director of Rep Hockey, the 2nd Vice President / Director of Local League Hockey, the Secretary-Treasurer, the Past President and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
 - i) during the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
 - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
 - iii) present a report regarding the activities of the Executive Committee to the Board;
 - iv) submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
 - v) recommend policy to the Board regarding management and administrative issues related to the Association;
 - vi) deal with any other matters assigned to it by the Board or by the President;

12.5 Local League Hockey Operations Committee:

- a) The Local League Hockey Operations Committee shall consist of the 2nd Vice President / Director of Local League Operations, as Chair, and shall consist of Local League Team Managers and Directors as appointed.
- b) The Local League Hockey Operations Committee shall:
 - i) operate the Local League Hockey Program pursuant to the Policies of the Association;
 - ii) establish and monitor Policies relating to Local League Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approval by the Board;
 - iii) recruit and train volunteers to perform the functions required to operate the Local League Hockey Operations;
 - iv) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Local League Hockey Operations Committee for the next fiscal year of the Association;
 - v) present a report regarding Local League Hockey Operations to the Board;
 - vi) select Ad-Hoc committees as required;
 - vii) recommend policy to the Board regarding Local League Operations;

12.6 Budget Committee:

- a) The Budget Committee shall consist of the Secretary-Treasurer, as Chair, and shall consist of the Fundraising & Special Events Director, Equipment Director, Chief Timekeeper / Gate Co-ordinator, and the Tournament Director.
- b) The Budget Committee shall:
 - i) prepare a budget for the Association for the next fiscal year for submission to the Board for approval at the July Board meeting;
 - ii) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;
 - iii) finalize schedule of budget submissions from all committees on an annual basis;
 - iv) recommend policy to the Board regarding financial budgeting and planning;

12.7 Nominations and Elections Committee

- a) The Nominations and Elections Committee consist of the Past President, as Chair, and shall consist of other Members and Directors as appointed.
- b) The Nominations and Elections Committee shall:
 - i) solicit nominations for each Board position, which is to become vacant for nominations at the Annual General Meeting;
 - ii) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
 - iii) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;

- iv) present a report regarding Nominations and Elections to the Board;
- v) recommend policy to the Board regarding Nominations and Elections;

12.8 Ice Scheduling Committee:

- a) The Ice Scheduling Committee shall consist of the President, 1st Vice President / Director of Rep Hockey Operations, 2nd Vice President / Director of Local League Hockey Operations, the KTMHA Ice Scheduler, and other Directors as appointed.
- b) The Ice Scheduling Committee shall:
 - i) assess the ice requirements for the Association and shall enter negotiation with the Township to meet these needs;
 - ii) apportion the ice and times in a fair and equitable manner;
 - iii) determine the ice budget;
 - iv) present a report regarding Ice Scheduling to the Board;
 - v) recommend policy to the Board regarding Ice Scheduling;
 - vi) provide instructions to the KTMHA Ice Scheduler so as to ensure that the ice time interests of Members are being appropriately met.

12.9 Fundraising and Sponsorship Committee:

- a) The Fundraising and Sponsorship Committee shall consist of the Fundraising and Special Events Director, as Chair, and shall consist of one (1) member of the Local League Hockey Operations Committee, one (1) member of Representative Hockey Operations Committee, the Treasurer, and Equipment Manager.
- b) The Fundraising and Sponsorship Committee shall:
 - i) recruit and train volunteers to perform the functions required for sponsorship for the Association;
 - ii) set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
 - iii) actively pursue new sponsorship projects;
 - iv) manage and supervise current sponsorship endeavours;
 - v) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Sponsorship Committee for the next fiscal year of the Association;
 - vi) present a report regarding sponsorship to the Board;
 - vii) recommend policy to the Board regarding sponsorship;

12.10 Coach Selection Committee:

- a) The Coach Selection Committee shall consist of the 2st Vice President / Director of Local League Operations as Chair, and include the President, the 1st Vice President, the Technical Director / Head Coach, and other Directors as appointed. The Committee shall also include a parent representative from the IP to Atom age, and a parent representative from the Peewee to Juvenile age, where available. The Board shall approve the parent representatives. Newly

elected Directors shall assume their duties on the Coach Selection Committee as of March 1st and assume the balance of their duties per 11.4.

- b) The Coach Selection Committee shall:
 - i) conduct the proceedings per the Rules of Operation 7.3;
 - ii) exclude any head coach applicants from being a member of the Coach Selection Committee and the President will appoint a replacement to the committee;
 - iii) exclude the spouse of a head coach applicant from being a member of the Coach Selection Committee and the President will appoint a replacement to the committee;

12.11 Standing Committee Procedure

- a) All Standing Committees, created as per 12.1, shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, HC, and, if applicable, any other hockey organizations with which Association teams are participating.
- b) Meetings:
Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.
- c) Notice:
Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.
- d) Quorum:
A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.
- e) Voting Rights:
Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.
- f) Minutes:
Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.
- g) Annual Report:
Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

12.12 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

13.OFFICERS AND EMPLOYEES OF THE CORPORATION

13.1 In accordance with the terms of the Agreement Regarding the Creation of King Township Minor Hockey, both SMHA and NKMh have agreed to administer certain shared services out of the jointly operated King Township Minor Hockey Association for the combined benefit of both the SMHA and NKMh Local League organizations. Pursuant to this arrangement, various roles and services previously administered by SMHA and NKMh directly at the local Board level will now be performed by various Directors, Officers and Employees of KTMHA on behalf of the combined KTMHA Rep Program, as well as the SMHA and NKMh Local League organizations.

13.2 Directors of KTMHA authorized to provide services to SMHA and its Members include:

(a) The KTMHA OMHA Representative

The KTMHA OMHA Representative shall:

- (i) be the primary contact for the OMHA and delegate for the YSMHL, attending all meetings possible and communicating any necessary information back to the Association and its Members;
- (ii) be the liaison between the YSMHL, the Representative Teams and the Board;
- (iii) be responsible for coordinating and processing the OMHA rosters, and for conducting any necessary confirmations regarding player residency and eligibility; coaching qualification and credentials, etc.
- (iv) be responsible for managing and administering all requests for player movement and tryouts, including NRP Passports, Permission to Skate, Releases, Waivers, AP Requests, etc.
- (v) be the primary advisor to the Association on all OMHA and Hockey Canada regulation and policy related issues;
- (vi) schedule OMHA and League playdowns working with the Representative Teams & applicable Vice Presidents;
- (vii) obtain and distribute to all teams a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- (viii) prepare and report to the Board on the operations of the YSMHL at the monthly meetings; and,
- (ix) carry out other duties as assigned by the Board, Executive Committee, or the President.

(b) KTMHA Risk Management Director / Head Trainer

The KTMHA Risk Management Director / Head Trainer shall:

- (i) act as Chair for the Association's Discipline and Ethics Committee, providing risk management and Code of Conduct enforcement and support to both the Association and its Members at the Representative Team and Local League levels;
- (ii) uphold and promote the goals and purposes of the Hockey Safety Program and the policies and procedures of HC, the OHF, the Hockey Development Centre of Ontario (HDCO) and the OMHA;

- (iii) provide leadership in promoting and maintaining the Hockey Trainer's Certification Program (HTCP) regarding all safety and risk management aspects of the Association's activities;
- (iv) ensure that the Board and hockey program participants are kept informed of current and emerging hockey safety and risk management information, programs and activities;
- (v) annually provide the Board with an assessment of the risks that may be faced by the Association and its members in the upcoming season and recommend strategies to eliminate, minimize or mitigate those risks;
- (vi) provide leadership for volunteer Trainers with the Association by promoting excellence in the delivery of the safety and risk management principles;
- (vii) collect, monitor and ensure proper disposition of reporting forms relating to on and off-ice incidents resulting in injury to a player, volunteer, team official, on-ice official or other participant or stakeholder;
- (viii) assist the Association in dispute resolution regarding hockey safety, disciplinary and risk management issues;
- (ix) establish and maintain procedures with respect to clearance of all volunteers required to complete a volunteer police screening report, and ensure that all volunteers have adequate background checks and Respect in Sport certifications in place;
- (x) report to the Board about risk management or disciplinary issues on a monthly basis;
- (xi) as Chair of the Discipline and Ethics Committee, undertake any necessary investigations with respect to complaints received, or breaches of the Association, OMHA or HC Codes of Conduct, and supporting Policies and Regulations, and where warranted, impose any necessary corrective or disciplinary action required to remedy such a breach; and
- (xii) carry out other duties as assigned by the Board, Executive Committee, or the President.

13.3 The KTMHA Risk Management Director and the KTMHA OMHA Representative shall be appointed as Officers of the SMHA Board, and eligible to attend SMHA Board Meetings at the request of the President, to advise and instruct on issues within their respective areas of responsibility, and shall have all necessary authorization pursuant to applicable KTMHA, SMHA, and OMHA policies and regulations to administer policies and make decisions relative to SMHA and its Members. While advising or instructing on SMHA specific Local League issues, the KTMHA Risk Management Director and KTMHA OMHA Representative will function under the direction of the SMHA Board.

Staff of KTMHA authorized to provide services to SMHA and its Members include:

- (a) KTMHA Administrator / Registrar
- (b) KTMHA Ice Scheduler
- (c) KTMHA Referee(s) in Chief

13.4 The foregoing staff of KTMHA shall be appointed as Officers of the SMHA Board, and eligible to attend SMHA Board Meetings at the request of the President, to advise and instruct on issues within their respective areas of responsibility, and shall have all necessary authorization pursuant to applicable KTMHA, SMHA, and OMHA policies and regulations to administer policies and make decisions relative to SMHA and its Members. While advising or instructing on SMHA specific Local League issues, staff of KTMHA providing services will function under the direction of the SMHA Board.

14. EXECUTION OF DOCUMENTS

14.1 Execution of Documents:

- a) The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents with the exception of contracts per 13.1 b). The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.
- b) All proposed contracts with financial implications shall be presented and approved by the Board at monthly meetings. All contracts with financial implications shall be signed by the Treasurer and the Board Member responsible to carry out the contract.

14.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping with the Secretary of the Association. At the conclusion of the year-end the financial reports, committee reports, and Board minutes are to be filed in the SMHA office.

15. FINANCIAL YEAR

15.1 The financial year of the Association shall terminate on the 30th day of April in each year.

16. BANKING ARRANGEMENTS

16.1 Banking Resolution:

The Board shall designate, by resolution, the Directors (minimum two (2)) and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the accounts of the Association with a bank or a trust company;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Association;
- d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

16.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

17. BORROWING BY THE ASSOCIATION

17.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

- a) borrow money on the credit of the Association;
- b) issue, sell or pledge securities of the Association; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

17.2 Borrowing Resolution:

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

18. NOTICE

18.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

18.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

18.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Director or Member shall be his or her last address in the records of the Association.

19. PASSING AND AMENDING BY-LAWS

- 19.1 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.
- 19.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 19.3 a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association on or before 6:00 p.m. January 15 immediately preceding the Annual General Meeting.
- e) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

20. REPEAL OF PRIOR BY-LAWS

20.1 Repeal:

All prior By-laws of the Association are hereby repealed.

20.2 Proviso:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

21. RULES OF PROCEDURE

- 21.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

22. EFFECTIVE DATE

- 22.01 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the Annual Meeting of the Members of the Association duly called and held at Schomberg Arena in the Town of Schomberg, Ontario, and at which a quorum was present on the 20th day of February, 2018.

Kelly J. Harbridge, President

Kristina Walsh, Secretary